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VERTEX PHARMACEUTICALS INC / MA

Form 4

October 16, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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3235-0287

January 31,

2005

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Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BOGER JOSHUA S**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

VERTEX PHARMACEUTICALS INC / MA [VRTX]

(Check all applicable)

President & CEO

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 10/15/2008

X Director 10% Owner X_ Officer (give title Other (specify below)

C/O VERTEX **PHARMACEUTICALS** INCORPORATED, 130 WAVERLY

(Street)

(State)

(Zin)

STREET

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CAMBRIDGE, MA 02139

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	10/15/2008		M	13,000	A	\$ 13.63	1,108,044	D	
Common Stock	10/15/2008		S <u>(1)</u>	5,000	D	\$ 25.45 (2) (5)	1,103,044	D	
Common Stock	10/15/2008		S <u>(1)</u>	2,700	D	\$ 26.48 (3) (5)	1,100,344	D	

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Common Stock	10/15/2008	S <u>(1)</u>	5,300	D	\$ 27.41 (4) (5)	1,095,044	D		
Common Stock						12,445	I	401(k)	
Common Stock						207,500	I	Shares in trust (6)	
Deminders Deport on a congrete line for each class of sequenties beneficially owned directly or indirectly									

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	tiorDerivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 13.63	10/15/2008		M		13,000	<u>(7)</u>	12/09/2008	Common Stock	13,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BOGER JOSHUA S C/O VERTEX PHARMACEUTICALS INCORPORATED 130 WAVERLY STREET CAMBRIDGE, MA 02139	X		President & CEO			

Signatures

Valerie L. Andrews, 10/16/2008 Attorney-In-Fact

**Signature of Reporting Person Date

Reporting Owners 2

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Transaction for sales of common stock made pursuant to Dr. Boger's company approved trading plan established under Rule 10b5-1.
- (2) Open market sales reported on this line occurred at a weighted average price of \$25.45 (range \$24.79 to \$25.78).
- (3) Open market sales reported on this line occurred at a weighted average price of \$26.48 (range \$25.96 to \$26.90).
- (4) Open market sales reported on this line occurred at a weighted average price of \$27.41 (range \$26.97 to \$27.91).
- (5) Dr. Boger undertakes to provide (upon request by the SEC staff, the issuer or a security holder of the issuer) full information regarding the number of shares sold at each separate price.
- (6) Shares held in trust for Dr. Boger's children. Dr. Boger disclaims beneficial ownership of such shares.
- (7) Fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.